

**UNITED STATES BANKRUPTCY COURT**

**SOUTHERN DISTRICT OF NEW YORK**

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	:	
<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:	<b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	

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**MONTHLY OPERATING REPORT FOR THE MONTH  
ENDED MARCH 31, 2011**

DEBTORS' ADDRESS: 401 S. Old Woodward, Suite 370, Birmingham, MI 48009

I declare under penalty of perjury (28 U.S.C Section 1746) that the report and the attached documents are true and accurate to the best of my knowledge and belief.

/s/ James Selzer  
James Selzer  
Vice President and Treasurer

DATE: May 11, 2011

Case No.: 09-50026 (REG) (Jointly Administered)

**MOTORS LIQUIDATION COMPANY, *ET AL.***  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**LISTING OF DEBTORS**

<b><u>Debtor Name:</u></b>	<b><u>Case Number:</u></b>
Motors Liquidation Company	09-50026
MLCS, LLC	09-50027
MLCS Distribution Corporation	09-50028
MLC of Harlem, Inc.	09-13558
Remediation and Liability Management Company, Inc.	09-50029
Environmental Corporate Remediation Company, Inc.	09-50030

**MOTORS LIQUIDATION COMPANY, *ET AL.***  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
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**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**CONDENSED COMBINED DEBTORS-IN-POSSESSION STATEMENTS OF OPERATIONS**  
(Unaudited in thousands of U.S. Dollars)

	<u>Month Ended March 31, 2011</u>	<u>Filing to Date</u>
Rental and other income	\$ 529	\$ 32,216
Selling, administrative and other expenses	<u>9,741</u>	<u>168,961</u>
<b>Operating loss</b>	<b>(9,212)</b>	<b>(136,745)</b>
Interest expense	5,453	106,738
Interest income	<u>(1,470)</u>	<u>(9,814)</u>
<b>Loss before reorganization items and income taxes</b>	<b>(13,195)</b>	<b>(233,669)</b>
Reorganization items	<u>(34,652,037)</u>	<u>(32,604,691)</u>
<b>Income before income taxes</b>	<b>34,638,842</b>	<b>32,371,022</b>
Income taxes	<u>645</u>	<u>652</u>
<b>Net income</b>	<b><u>\$ 34,638,197</u></b>	<b><u>\$ 32,370,370</u></b>

*See accompanying notes to condensed combined financial statements*

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**CONDENSED COMBINED DEBTORS-IN-POSSESSION STATEMENT OF NET ASSETS (LIABILITIES)**  
(Unaudited in thousands of U.S. Dollars)

	<u>March 31, 2011</u>
<b><u>Assets:</u></b>	
Cash and cash equivalents	\$ 102,880
Short term investments in U.S. Treasury securities	80,494
Due from affiliates	22
Other receivables	268
Prepaid expenses	1,535
Other current assets	<u>19,871</u>
Total current assets	205,070
Investment in GMC	-
Restricted cash	49,466
Other assets	<u>165</u>
Total assets	<u><u>\$ 254,701</u></u>
<b><u>Liabilities:</u></b>	
Debtor-in-possession financing	\$ 1,218,184
Accounts payable	8,864
Due to affiliates	2,307
Accrued sales, use and other taxes	2,326
Accrued state and federal taxes	645
Accrued professional fees	56,604
Environmental reserves	9,867
Other accrued liabilities	<u>43,542</u>
Total liabilities	<u>1,342,339</u>
Net assets (liabilities)	<u><u>\$ (1,087,638)</u></u>

*See accompanying notes to condensed combined financial statements*

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**CONDENSED COMBINED DEBTORS-IN-POSSESSION STATEMENTS OF CASH FLOWS**  
(Unaudited in thousands of U.S. Dollars)

	<u>Month Ended March 31, 2011</u>	<u>Filing to Date</u>
<b>Cash flows from operating activities:</b>		
Net income	\$ 34,638,197	\$ 32,370,370
Adjustments to reconcile net income to net cash used in operating activities:		
Non cash interest expense	5,453	106,738
Amortization of premium/ (discount) on investments in U.S. Treasury securities	285	(577)
Reorganization items (gain) / loss	(34,652,037)	(32,604,691)
Net reorganization related receipts (payments)	(144,684)	(337,105)
Changes in assets and liabilities that used cash:		
Due from affiliates	1,353	2,599
Prepaid expenses	(689)	(2,014)
Due to GM LLC	(73)	(1,396)
Other receivables	-	(268)
Other current assets	802	527
Other assets	17	(165)
Accounts payable	3,936	8,786
Accrued payroll and employee benefits	-	(163)
Accrued sales, use and other taxes	(974)	2,326
Accrued state and federal taxes	645	645
Environmental reserves	(2,722)	(7,751)
Other accrued liabilities	-	827
Net cash used in operating activities	<u>(150,491)</u>	<u>(461,312)</u>
<b>Cash flows from investing activities:</b>		
Purchases of U.S. Treasury securities	(1,048)	(5,250,361)
Maturities of U.S. Treasury securities	39,400	4,596,424
Proceeds from disposal of assets	4,824	70,879
Proceeds from sale and dissolution of subsidiaries	-	19,183
Changes in restricted cash	12,875	7,451
Net cash provided by (used in) investing activities	<u>56,051</u>	<u>(556,424)</u>
<b>Cash flows from financing activities:</b>		
Repayment of Debtor-in-possession financing principal	(50,000)	(50,000)
Net cash used in financing activities	<u>(50,000)</u>	<u>(50,000)</u>
Decrease in cash and cash equivalents	(144,440)	(1,067,736)
Cash and cash equivalents at beginning of period	247,320	1,170,616
Cash and cash equivalents at end of period	<u>\$ 102,880</u>	<u>\$ 102,880</u>

*See accompanying notes to condensed combined financial statements*

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**NOTES TO MONTHLY OPERATING REPORT**

**Note 1 – Reorganization Proceedings**

On June 1, 2009 (the “**Commencement Date**”), Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and three of its affiliates, MLCS, LLC (f/k/a Saturn, LLC) (“**MLCS**”), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) (“**MLCS Distribution**”), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem Inc.) (“**MLC Harlem**” and collectively with MLC, MLCS, and MLCS Distribution, the “**First Filed Debtors**”) commenced cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

On October 9, 2009, two additional debtors, Remediation and Liability Management Company, Inc. (“**REALM**”) and Environmental Corporate Remediation Company, Inc. (“**ENCORE**”) (together, the “**Second Filed Debtors**”, and collectively with the First Filed Debtors, the “**Debtors**”) commenced cases jointly administered with the cases of the **First Filed Debtors**. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only under case number 09-50026 (REG) pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. As described below in more detail, on July 10, 2009, each of the First Filed Debtors sold substantially all of its assets (the “**GM Asset Sale**”) to a company now known as General Motors, LLC (“**New GM**”), an entity formed by the United States Treasury, which is now an indirect, wholly-owned subsidiary of an entity now known as General Motors Company.

A description of each of the Debtors is set forth below:

- *Motors Liquidation Company* – MLC, a Delaware corporation, historically was the primary operating company of the Debtors, although certain operations were conducted through direct and indirect subsidiaries. As such, MLC now owns most of the assets, liabilities and contracts that were retained by the Debtors following the GM Asset Sale.
- *MLCS, LLC* – MLCS, a Delaware limited liability company and a direct subsidiary of MLC, was formed in 1985 to develop, manufacture, and market a line of passenger cars under the “Saturn” brand.
- *MLCS Distribution Corporation* – MLCS Distribution, a Delaware corporation and a direct subsidiary of MLCS, was formed in 1987 to distribute automobiles produced by MLCS and was the primary contracting entity with the Saturn retailer network.
- *MLC of Harlem, Inc.* – MLC Harlem, a Delaware corporation and a direct subsidiary of MLC, was formed in 2004 to operate an automobile dealership in New York, New York.
- *Remediation and Liability Management Company, Inc.* – REALM, a Michigan corporation and a direct subsidiary of MLC, was formed in 1984 to manage environmental

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**NOTES TO MONTHLY OPERATING REPORT**

remediation liabilities, including assessing, investigating, and discharging environmental liabilities associated with domestic and international properties affiliated with MLC.

- *Environmental Corporate Remediation Company, Inc.* – *ENCORE*, a Delaware corporation and a direct subsidiary of MLC, was formed in 1989 to manage environmental remediation liabilities, including assessing, investigating, and discharging environmental liabilities associated with domestic and international properties affiliated with MLC.

On July 10, 2009 (the “**Closing Date**”), each of the First Filed Debtors consummated a sale of substantially all of its assets (the “GM Asset Sale”) to New GM pursuant to (i) that certain Amended and Restated Master Sale and Purchase Agreement (the “**MSPA**”), dated June 26, 2009, as amended, among the First Filed Debtors and New GM and (ii) an order of the Bankruptcy Court, dated July 5, 2009 (Docket Number 2968) (the “**Sale Order**”).

The purchase price paid by New GM for the First Filed Debtors’ assets equaled the sum of (i) a credit bid of certain amounts outstanding under MLC’s prepetition credit agreement with the U.S. Treasury and MLC’s debtor-in-possession financing facility (the “**DIP Facility**”), (ii) the U.S. Treasury’s return of warrants previously issued to the U.S. Treasury by MLC, (iii) the issuance by New GM to MLC of (a) 150,000,000 shares (as adjusted) (10%) of New GM’s common stock and (b) warrants to acquire newly issued shares of New GM common stock exercisable for a total of 272,727,270 shares (as adjusted) of New GM’s common stock (15% of New GM’s common stock on a fully diluted basis) on the respective terms specified therein, and (iv) the assumption by New GM or its designated subsidiaries of certain specified liabilities of the First Filed Debtors. The MSPA also provides that in the event that the estimated aggregate general unsecured claims against the Debtors, as determined by the Bankruptcy Court upon the request of MLC, exceeds \$35 billion, New GM is required to issue, as an adjustment to the purchase price, up to approximately an additional 2% of its common stock (the “**Adjustment Shares**” and collectively with the New GM common stock and warrants (and any securities received in respect thereof) set forth in (iii), the “**New GM Equity Interests**”) to MLC, based on the extent to which such claims exceed \$35 billion, with the full amount of the Adjustment Shares being payable if such excess amount is greater than or equal to \$7 billion.

On October 19, 2009, New GM completed a holding company reorganization pursuant to which all of the outstanding shares of common stock and preferred stock of New GM were exchanged on a one-for-one basis for shares of common stock and preferred stock of a newly organized Delaware corporation (“**New GM HoldCo**”) that now bears the name General Motors Company. As such, the New GM Equity Interests now represent equity interests in New GM HoldCo.

The Debtors have not undertaken a valuation of its New GM Equity Interests. On November 17, 2010 New GM executed an initial public offering of common stock. The stock is traded on the New York Stock Exchange under the ticker symbol “GM”. The closing price of the common stock on May 10, 2011 was \$31.61 per share.



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**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**NOTES TO MONTHLY OPERATING REPORT**

On August 31, 2010, the Debtors filed their Joint Chapter 11 Plan (as amended, modified or supplemented, the "**Plan**"), together with a proposed disclosure statement. On September 3, 2010, the Debtors filed a motion for an order approving the disclosure statement and solicitation procedures for the Plan. The disclosure statement was approved by order of the Bankruptcy Court dated December 8, 2010. A hearing on the confirmation of the Plan occurred on March 3, 2011 and on March 29, 2011, the Court entered an order confirming the Plan (Docket Number 9941). On March 31, 2011, the Debtors announced that all conditions to the occurrence of the Effective Date (as defined in the Plan) were met or waived, thereby making the Plan effective.

In conjunction with achieving the conditions necessary to make the Plan effective, MLC transferred cash, securities, property, plant, and equipment and other assets to various trusts and parties as outlined in the Plan and as summarized below:

*(amounts in thousands of US dollars)*

	Balances at 3/31/11 Prior to Distributions	Distributions to/for:					Balances Remaining with MLC
		US Treasury	Priority Order Sites	Asbestos PI Trust	GUC Trust	RACER Trust	
<b>Assets</b>							
Cash and U.S. Treasury Securities	\$ 938,454	\$ 50,000	\$ 25,009	\$ 2,000	\$ 52,734	\$ 625,337	\$ 183,374
Due from affiliates	22	-	-	-	-	-	22
Other receivables	268	-	-	-	-	-	268
Prepaid expenses	1,840	-	-	-	-	305	1,535
Other current assets	19,871	-	-	-	-	-	19,871
Property, plant, and equipment	105,062	-	-	-	-	105,062	-
Investment in GMC	-	-	-	-	-	-	-
Restricted cash	52,466	-	-	-	-	3,000	49,466
Other assets	165	-	-	-	-	-	165
<b>Total Assets</b>	<b>\$ 1,118,148</b>	<b>\$ 50,000</b>	<b>\$ 25,009</b>	<b>\$ 2,000</b>	<b>\$ 52,734</b>	<b>\$ 733,704</b>	<b>\$ 254,701</b>

In addition to the transfer of the above assets, certain MLC liabilities including environmental reserves were transferred to the RACER Trust and liabilities subject to compromise were transferred to the GUC Trust at the Effective Date.

**Note 2 – Basis of Presentation**

**General**

This Monthly Operating Report has been prepared solely for the purpose of complying with the monthly reporting requirements applicable in the Debtors' chapter 11 cases and is in a format acceptable to the Office of the United States Trustee for the Southern District of New York. The financial information contained herein is preliminary and unaudited and does not purport to show the financial statements of any of the Debtors in accordance with accounting principles generally accepted in the United States of America ("**GAAP**"), and therefore may exclude items required by GAAP, such as certain reclassifications, eliminations, accruals, valuations and disclosure items.

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**NOTES TO MONTHLY OPERATING REPORT**

The condensed combined statements of operations presented in this Monthly Operating Report are for the month ended March 31, 2011 and the filing to date period ended March 31, 2011. The condensed combined statement of net assets (liabilities) is presented as of March 31, 2011. The condensed combined statements of cash flows presented are for the month ended March 31, 2011 and the filing to date period ended March 31, 2011.

These condensed combined financial statements included herein include normal recurring adjustments, but not all of the adjustments that would typically be made for quarterly and annual financial statements prepared in accordance with GAAP. In addition, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted.

Furthermore, the monthly information presented herein, has not been subjected to the same level of accounting review and testing that MLC historically applied in the preparation of its quarterly and annual financial information in accordance with GAAP. Accordingly, the financial information herein is subject to change and any such change could be material. The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or the full year and may not reflect MLC's results of operation, net assets and cash flows in the future.

**Accounting Requirements**

The condensed combined financial statements herein have been prepared in accordance with the guidance in American Institute of Certified Public Accountants Statement of Position 90-7, "Financial Reporting by Entities in Reorganization under the Bankruptcy Code" (SOP 90-7), which is applicable to companies operating under Chapter 11. SOP 90-7 generally does not change the manner in which financial statements are prepared. However, it does require that the financial statements for periods subsequent to the filing of the chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business.

**Basis of Accounting**

The accompanying Monthly Operating Report has been prepared using the liquidation basis of accounting. Assets are presented at estimated net realizable amounts based on the Debtors' plans for liquidation. Liabilities subject to compromise are presented at amounts expected to be allowed as claims and other liabilities are presented at amounts expected to be paid in settlement of the respective obligations.

**Cash and Cash Equivalents**

Cash and cash equivalents consist of cash and highly liquid investments in U.S. Treasury and U.S. Treasury backed securities with maturities of three months or less when purchased.

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**NOTES TO MONTHLY OPERATING REPORT**

**Property, Plant and Equipment**

Property, plant and equipment are held for sale or disposal. The estimated realizable values of property, plant and equipment are evaluated and adjusted based on the Debtors' plans for disposition and available information regarding recoverable amounts. Changes in estimated realizable values are recognized as reorganization items in the period they are identified.

**Investments in U.S. Treasury Securities**

Investments in U.S. Treasury securities consist of investments in U.S. Treasury securities with maturities of 15 years or less. A portion of these investments include U.S. Treasury Inflation Protected Securities ("TIPS") with maturities matched to expected future cash outflows required to settle future obligations. TIPS provide protection against inflation as measured by the Consumer Price Index for All Urban Consumers.

These investments are reflected as investments in U.S. Treasury securities on the accompanying statement of net assets (liabilities), with amounts maturing in one year or less classified as short term investments. Accrued interest receivable at March 31, 2011 was \$133,000 and is included in other current assets.

The expected net realizable values, maturities and current market values of these investments as of March 31, 2011 are as follows:

(amounts in thousands of U.S. Dollars)			
Maturity	Expected Net Realizable Value	Current Market Value	Unrealized gain / (loss)
Due in one year or less	\$ 80,494	\$ 80,682	\$ 188
	<u>\$ 80,494</u>	<u>\$ 80,682</u>	<u>\$ 188</u>

**Investments in Subsidiaries**

The Debtors' interests in subsidiaries, including controlled non-Debtor subsidiaries, are presented at estimated realizable values in liquidation.

**Environmental Reserves**

Environmental reserves represents estimated costs to remediate, operate, monitor and maintain contaminated sites. Environmental reserves were previously included in liabilities subject to compromise but have been reclassified to current liabilities as a result of the Environmental Response Consent Decree and Settlement Agreement entered into during October 2010.

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**NOTES TO MONTHLY OPERATING REPORT**

**Reorganization Items**

The Monthly Operating Report presents expenses, gains and losses directly associated with the reorganization as reorganization items. The amounts presented include professional fees associated with the reorganization, gain on debt discharge, Office of the U.S. Trustee quarterly fees, realized gains and losses from dispositions of assets, changes in the estimated net realizable values of assets and amounts expected to be allowed as claims.

**Income Taxes**

The Debtors expect that no income tax obligations will be incurred as a result of reorganization operations, disposal of assets or settlement of liabilities. As a result, the Monthly Operating Report does not include current or deferred income taxes.

**Note 3 – DIP Facility**

In connection with the closing of the GM Asset Sale, on July 10, 2009, the First Filed Debtors entered into an amended and restated DIP Facility (as restructured, amended and restated, the “**Wind Down Facility**”) with the U.S. Treasury and Export Development of Canada (collectively, the “**DIP Lenders**”). The Wind Down Facility, which was approved by an order of the Bankruptcy Court, dated July 5, 2009 (Docket Number 2969), provides for loans in a principal amount of \$1,175,000,000 (with interest paid in kind), all of which was drawn by the Debtors the day before the Closing Date. The Wind Down Facility is non-recourse to the Debtors, and the obligations thereunder are secured by substantially all assets of the Debtors’ assets (other than the New GM Equity Interests and certain other assets that were excluded from the assets constituting collateral). The Debtors currently expect that (i) the Wind Down Facility and the proceeds they recover from their remaining assets will be sufficient to pay the administrative expenses of winding down their estates and administering a chapter 11 plan and (ii) the proceeds of such asset sales will not be sufficient to pay down the Wind Down Facility in full. Given the non-recourse nature of the Wind Down Facility, these two points together mean that it is expected that the only assets that will be available for distribution are the New GM Equity Interests and it is currently anticipated that all of the New GM Equity Interests will be available for distribution. However, if the Wind Down Facility and the proceeds of the asset sales are insufficient to pay the administrative expenses of winding down the Debtors’ estates and administering a chapter 11 plan, the Debtors will have to use the New GM Equity Interests to pay such expenses.

Interest expense accrues quarterly and is paid in kind every three months beginning October 2009. Approximately \$16,000,000 of interest was paid in kind on January 13, 2011. Accrued interest payable is included in other accrued liabilities on the statement of net assets (liabilities).

Total debtor in possession financing and accrued interest payable outstanding at March 31, 2011 were approximately \$1,218,184,000 and \$13,556,000, respectively.

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**NOTES TO MONTHLY OPERATING REPORT**

**Note 4 - Liabilities Subject to Compromise**

As a result of the chapter 11 filings, the Debtors' pre-petition indebtedness is subject to compromise or other treatment under a chapter 11 plan. SOP 90-7 requires that pre-petition liabilities subject to compromise be reported at the amounts expected to be treated as allowed claims receiving distributions under a confirmed chapter 11 plan, even if they may be settled for lesser amounts. The amounts currently classified as liabilities subject to compromise (the "**LSTC Amounts**") represent the Debtors' estimate of known or potential pre-petition claims to be addressed in connection with these chapter 11 cases based upon the Debtors' books and records and the ongoing claims resolution process described below.

The Court established November 30, 2009 as the deadline to file proofs of claim against the First Filed Debtors and February 1, 2010 as the deadline to file proofs of claim against the Second Filed Debtors (together, the "**Bar Dates**"). Over 68,000 proofs of claim were filed by the Bar Dates (the "**Filed Proofs of Claim**"), of which over 30,000 are litigation related. The aggregate amount of all Filed Proofs of Claims, as of the Bar Date, exceeded \$217 billion (the "**Filed Amounts**"); moreover, a large number of the Filed Proofs of Claim are unliquidated. The Filed Proofs of Claim include, among other claims, unsecured bond debt claims, environmental remediation cost claims, personal injury claims, wrongful death claims, tort claims, product liability claims, contract dispute claims, indemnity claims, warranty claims, class action claims, and claims for damages resulting from the rejection of executory contracts and unexpired leases.

The Debtors are actively evaluating the merits of the Filed Proofs of Claim to determine their validity and proper amount. Only to the extent the Filed Proofs of Claim are ultimately "allowed," either by agreement with the Debtors or by order of the Bankruptcy Court, will the holders of such claims be entitled to distribution under a chapter 11 plan. To that end, the Debtors continue to engage in settlement discussions with various claimants seeking to reach agreement as to the allowed claim amounts. The Debtors have also filed individual and omnibus objections to thousands of Filed Proofs of Claims, resulting in the disallowance and expungement of billions of dollars of Filed Proofs of Claim. The Debtors expect to file additional objections to Filed Proofs of Claim as well. Moreover, to facilitate the efficient resolution of the Filed Proofs of Claim and to distribute meaningful value to the Debtors' creditors in an acceptable timeframe, upon the Debtors' request, the Bankruptcy Court approved alternative dispute resolution procedures (the "**ADR Procedures**") to resolve the Filed Proofs of Claim. Though much progress has been made through these efforts, the Debtors have a substantial number of Filed Proofs of Claim left to resolve and, therefore, cannot determine the final amount of the Filed Proofs of Claim that will ultimately be allowed claims receiving distributions under a confirmed chapter 11 plan. Furthermore, based on the Debtors' current assessment of the validity of the Filed Proofs of Claim, the LSTC Amounts in many cases are lower than the Filed Amounts.

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**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**NOTES TO MONTHLY OPERATING REPORT**

On November 12, 2009, the Bankruptcy Court approved a settlement agreement with certain labor unions and New GM (the "***Splinter Union Settlement***"). The following labor unions accepted the settlement ("***Participating Splinter Unions***"):

- IUE-CWA
- USW
- International Brotherhood of Electrical Workers
- Michigan Regional Council of Carpenters, Local 687 and Interior Systems, Local 1045
- International Brotherhood of Painters & Allied Trades of the U.S. and Canada, Sign & Display Union Local 59
- International Union of Operating Engineers
- United Catering Restaurant Bar & Hotel Workers

On June 22, 2010 and June 28, 2010, the International Brotherhood of Teamsters ("***IBT***") and the International Association of Machinists and Aerospace Workers ("***IAMAW***"), respectively, accepted the Splinter Union Settlement subject to Bankruptcy Court approval. On July 14, 2010, the Debtors filed a motion with the Bankruptcy Court seeking approval of the addition of the IAMAW and the IBT as Participating Splinter Unions. On August 9, 2010 the Bankruptcy Court entered an order approving the addition of the IAMAW and the IBT as Participating Splinter Unions. The sole remaining splinter union, the International Brotherhood of Boilermakers (the "***IBB***") declined to represent its retired past members (the "***IBB Retirees***") and did not agree to participate in the Splinter Union Settlement, nor has New GM assumed any liability for any claims attributable to the IBB Retirees. Rather than terminate the health and life insurance benefits of these IBB Retirees, by motion dated February 8, 2011, the Debtors requested that the Court authorize the Debtors, in conjunction with New GM, to provide the IBB Retirees the health and life insurance benefits on essentially the same terms and conditions provided to the other retirees as provided for in the Splinter Union Settlement. On March 9, 2011, the Court entered an order approving the addition of the IBB Retirees as parties to the Splinter Union Settlement. Under the terms of the Splinter Union Settlement, MLC has agreed to fund up to \$100 million of administrative expenses for costs incurred for health benefit claims incurred on and after July 10, 2009 through December 31, 2009. All excess costs and costs incurred after December 31, 2009, shall be the responsibility of New GM whether or not those excess costs relate to Participating Splinter Unions or the IBB Retirees.

The Splinter Union Settlement also grants the Participating Splinter Unions an allowed pre-petition unsecured claim in the amount of \$1.0 billion to fully settle, satisfy and discharge all claims against MLC and its affiliates and former and present officers and directors. As a result of the Splinter Union Settlement, liabilities subject to compromise relating to union obligations were reduced by \$2.5 billion and a corresponding gain on claim settlement was recorded to reorganization items (See Note 5) in the condensed statements of operations.

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**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**NOTES TO MONTHLY OPERATING REPORT**

LSTC Amounts includes an approximate \$1.0 billion liability relating to MLC's guarantee of the 8.375% Notes due December 7, 2015 and the 8.875% Notes due July 10, 2023 (collectively, the "**Nova Scotia Notes**") issued by MLC's subsidiary, General Motors Nova Scotia Finance Company ("**GM Nova Scotia**"). Any potential liabilities MLC may owe to GM Nova Scotia under Nova Scotia law as a result of an insolvency order in respect of GM Nova Scotia having been approved by the Nova Scotia Supreme Court on October 9, 2009, including potential liabilities related to GM Nova Scotia liabilities under (i) the Nova Scotia Notes or (ii) any transaction made pursuant to that certain ISDA Master Agreement dated as of October 15, 2001, as supplemented and modified by a Schedule, between GM Nova Scotia and MLC (which MLC assigned to New GM under the GM Asset Sale) are included herein.

Prior to the Plan becoming effective, LSTC Amounts were \$35 billion. The LSTC amounts were discharged on the Plan's effective date, March 31, 2011. Gain on the discharge of LSTC Amounts is included in reorganization items.

**Note 5 - Reorganization Items**

SOP 90-7 requires that reorganization items, such as professional fees directly related to the process of reorganizing under Chapter 11 and provisions and adjustments to reflect the carrying value of certain pre-petition liabilities at their estimated allowable claim amounts, be reported separately. The Debtors' reorganization items for the month ended March 31, 2011 and the filing to date period ended March 31, 2011 relate to professional fees, gain on debt discharge, Office of the U.S. Trustee quarterly fees, adjustments to liabilities subject to compromise (See Note 4) and adjustments to assets and liabilities in accordance with the MSPA.

**Note 6 - Post-petition Accounts Payable**

The Debtors believe that all undisputed post-petition accounts payable have been or are being paid under agreed payment terms and the Debtors intend to continue paying all undisputed post-petition obligations as they become due.

**MOTORS LIQUIDATION COMPANY, *ET AL.***  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED**  
**MARCH 31, 2011**

**SUMMARY OF MONTHLY DISBURSEMENTS**

(Unaudited in thousands of U.S. Dollars)

<b><u>Legal Entity</u></b>	<b><u>Month Ended March 31, 2011</u></b>
Motors Liquidation Company (f/k/a General Motors Corporation)	\$ 778,080
MLCS, LLC	6
MLCS Distribution Corporation	-
MLC of Harlem, Inc.	-
Remediation and Liability Management Company, Inc.	29,329
Environmental Corporate Remediation Company, Inc.	4,954
<b>Total disbursements</b>	<b>\$ 812,369</b>

**Note:** Payments made by Motors Liquidation Company on behalf of other Debtors are reflected in the disbursement totals for each respective Debtor.

**United States Bankruptcy Court for the Southern District of New York**  
**In re: Motors Liquidation Company, *et al.***  
**Case No.: 09-50026 (REG) (Jointly Administered)**



**MOTORS LIQUIDATION COMPANY, *ET AL.***  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED**  
**MARCH 31, 2011**

**PAYMENTS TO INSIDERS**  
**(Unaudited in thousands of U.S. Dollars)**

<b>Last Name</b>	<b>First Name</b>	<b>Type of Payment</b>	<b>Month Ended March 31, 2011</b>
Adair, Jr.	Wendell H.	BOD fees	\$ 3
Case	Stephen H.	BOD fees	2
Holden	James P.	BOD fees	3
Jacobs	Alan M.	BOD fees	5
Johnson	Alan C.	BOD fees	3
<b>Total payments to insiders</b>			<b>\$ 16</b>

United States Bankruptcy Court for the Southern District of New York  
In re: Motors Liquidation Company, *et al.*  
Case No.: 09-50026 (REG) (Jointly Administered)

**MOTORS LIQUIDATION COMPANY, *ET AL.***  
**MONTHLY OPERATING REPORT FOR THE MONTH**  
**ENDED MARCH 31, 2011**

**SCHEDULE OF PROFESSIONAL FEES PAID**  
**(Unaudited in thousands of U.S. Dollars)**

<b><u>Retained Professional</u></b>	<b><u>Month Ended</u></b>	<b><u>March 31, 2011</u></b>
AP Services, LLC	\$	2,399
Garden City Group		1,767
Kramer Levin Naftalis & Frankel LLP		576
FTI Consulting, Inc.		400
Bates White, LLC		301
LFR, Inc.		219
Stutzman, Bromberg, Esserman & Plifka, P.C.		161
Butzel Long, PC		116
Caplin & Drysdale, Chartered		100
Analysis, Research & Planning Corporation		91
Plante & Moran, PLLC		68
Brownfield Partners, LLC		53
Togut, Segal & Segal LLP		46
Legal Analysis Systems		34
Dean M Trafelet		28
Claro Group, LLC		1
<b>Total professional fees paid</b>	<b>\$</b>	<b>6,360</b>

**United States Bankruptcy Court for the Southern District of New York**  
**In re: Motors Liquidation Company, *et al.***  
**Case No.: 09-50026 (REG) (Jointly Administered)**

**MOTORS LIQUIDATION COMPANY, *ET AL.***  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED**  
**MARCH 31, 2011**

**SCHEDULE OF RETAINERS PAID TO PROFESSIONALS**  
(Unaudited in thousands of U.S. Dollars)

<b><u>Retained Professional</u></b>	<b><u>Balance as of March 31, 2011</u></b>
AP Services, LLC	\$ 16,571
Weil, Gotshal & Manges LLP	2,855
Honigman Miller LLP	<u>312</u>
<b>Total outstanding retainers paid to professionals</b>	<b><u>\$ 19,738</u></b>

United States Bankruptcy Court for the Southern District of New York  
In re: **Motors Liquidation Company, *et al.***  
Case No.: 09-50026 (REG) (Jointly Administered)

**MOTORS LIQUIDATION COMPANY, *ET AL.***  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED**  
**MARCH 31, 2011**

**STATUS OF POST-PETITION TAXES PAID**  
**(Unaudited in thousands of U.S. Dollars)**

	<u>Month Ended</u> <u>March 31, 2011</u>
<b><u>State and Local</u></b>	
Sales and use	\$ 9
Real and personal property	43
Other	<u>1</u>
<b>Total State and Local Taxes</b>	<u>\$ 53</u>
<b>Total post-petition taxes paid</b>	<u><u>\$ 53</u></u>

United States Bankruptcy Court for the Southern District of New York  
In re: Motors Liquidation Company, *et al.*  
Case No.: 09-50026 (REG) (Jointly Administered)

# MOTORS LIQUIDATION COMPANY, *ET AL.*

## MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011

### DEBTOR QUESTIONNAIRE

	Must be completed each month. If the answer to any of the questions is " Yes " , provide a detailed explanation of each item. Attach additional sheets if necessary.	Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period?	X	
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3	Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5	Is the Debtor delinquent in paying any insurance premium payment?		X
6	Have any payments been made on pre-petition liabilities this reporting period?		X
7	Are any post-petition receivables (accounts, notes or loans) due from related parties?		X
8	Are any post-petition payroll taxes past due?		X
9	Are any post-petition State or Federal income taxes past due?		X
10	Are any post-petition real estate taxes past due?		X
11	Are any other post-petition taxes past due?		X
12	Have any pre-petition taxes been paid during this reporting period?		X
13	Are any amounts owed to post-petition creditors delinquent?		X
14	Are any wage payments past due?		X
15	Have any post-petition loans been received by the Debtor from any party?		X
16	Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X

**Notes:** [1] - Certain de minimis assets have been sold outside the ordinary course of business during this reporting period pursuant to the Order Pursuant to 11 U.S.C. §§ 105 and 363 (A) Establishing Procedures for the Disposition of De Minimis Assets, and (B) Authorizing the Debtors to (i) Pay Related Fees, and (ii) Assume, Assume and Assign, or Reject Related Executory Contracts or Unexpired Leases, dated August 18, 2009 [Docket No. 3830] (the "*De Minimis Asset Sale Order*"). Pursuant to the De Minimis Asset Sale Order, the Debtors are required to file quarterly reports listing certain assets sold thereunder. On January 31, 2011, MLC filed a quarterly report covering the period October 1, 2010 through December 31, 2010.

[15] - The Debtors entered into the Wind Down Facility with the DIP Lenders in connection with the closing of the GM Asset Sale. All loan proceeds were received on July 10, 2009.

**United States Bankruptcy Court for the Southern District of New York**

**In re: Motors Liquidation Company, *et al.***

**Case No.: 09-50026 (REG) (Jointly Administered)**

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**CONDENSED COMBINING DEBTORS-IN-POSSESSION STATEMENT OF OPERATIONS**  
**FOR THE MONTH ENDED MARCH 31, 2011**  
(Unaudited in thousands of U.S. Dollars)

Case Number:	09-50026	09-50027	09-50028	09-13558	09-50029	09-50030		
	Motors Liquidation Company	MLCS, LLC	MLCS Distribution Corporation	MLC of Harlem, Inc.	Remediation and Liability Management Company, Inc.	Environmental Corporate Remediation Company, Inc.	Eliminations	Combined Debtors
Rental and other income	\$ 504	\$ -	\$ -	\$ -	\$ 25	\$ -	\$ -	\$ 529
Selling, administrative and other expenses	9,611	6	1	-	117	6	-	9,741
<b>Operating loss</b>	<b>(9,107)</b>	<b>(6)</b>	<b>(1)</b>	<b>-</b>	<b>(92)</b>	<b>(6)</b>	<b>-</b>	<b>(9,212)</b>
Interest expense	5,453	-	-	-	-	-	-	5,453
Interest income	(1,470)	-	-	-	-	-	-	(1,470)
<b>Loss before reorganization items and income taxes</b>	<b>(13,090)</b>	<b>(6)</b>	<b>(1)</b>	<b>-</b>	<b>(92)</b>	<b>(6)</b>	<b>-</b>	<b>(13,195)</b>
Reorganization items (gain) / loss	(34,614,334)	-	-	-	(30,102)	(7,601)	-	(34,652,037)
<b>Income before income taxes</b>	<b>34,601,244</b>	<b>(6)</b>	<b>(1)</b>	<b>-</b>	<b>30,010</b>	<b>7,595</b>	<b>-</b>	<b>34,638,842</b>
Income taxes	645	-	-	-	-	-	-	645
<b>Net income (loss)</b>	<b>34,600,599</b>	<b>\$ (6)</b>	<b>\$ (1)</b>	<b>\$ -</b>	<b>\$ 30,010</b>	<b>\$ 7,595</b>	<b>\$ -</b>	<b>\$ 34,638,197</b>

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**CONDENSED COMBINING DEBTORS-IN-POSSESSION STATEMENT OF OPERATIONS**  
**FOR THE FILING TO DATE PERIOD ENDED MARCH 31, 2011**  
(Unaudited in thousands of U.S. Dollars)

Case Number:	09-50026	09-50027	09-50028	09-13558	09-50029	09-50030		
	Motors Liquidation Company	MLCS, LLC	MLCS Distribution Corporation	MLC of Harlem, Inc.	Remediation and Liability Management Company, Inc.	Environmental Corporate Remediation Company, Inc.	Eliminations	Combined Debtors
Rental and other income	\$ 31,991	\$ -	\$ -	\$ -	\$ 225	\$ -	\$ -	\$ 32,216
Selling, administrative and other expenses	165,866	14	10	1	2,015	1,055	-	168,961
<b>Operating loss</b>	<b>(133,875)</b>	<b>(14)</b>	<b>(10)</b>	<b>(1)</b>	<b>(1,790)</b>	<b>(1,055)</b>	<b>-</b>	<b>(136,745)</b>
Interest expense	106,738	-	-	-	-	-	-	106,738
Interest income	(9,814)	-	-	-	-	-	-	(9,814)
<b>Loss before reorganization items and income taxes</b>	<b>(230,799)</b>	<b>(14)</b>	<b>(10)</b>	<b>(1)</b>	<b>(1,790)</b>	<b>(1,055)</b>	<b>-</b>	<b>(233,669)</b>
Reorganization items (gain) / loss	(32,588,900)	35	10	10	(15,137)	(709)	-	(32,604,691)
<b>Loss before income taxes</b>	<b>32,358,101</b>	<b>(49)</b>	<b>(20)</b>	<b>(11)</b>	<b>13,347</b>	<b>(346)</b>	<b>-</b>	<b>32,371,022</b>
Income taxes	647	2	2	-	1	-	-	652
<b>Net income (loss)</b>	<b>\$ 32,357,454</b>	<b>\$ (51)</b>	<b>\$ (22)</b>	<b>\$ (11)</b>	<b>\$ 13,346</b>	<b>\$ (346)</b>	<b>\$ -</b>	<b>\$ 32,370,370</b>

**MOTORS LIQUIDATION COMPANY, ET AL.**  
**MONTHLY OPERATING REPORT FOR THE MONTH ENDED MARCH 31, 2011**  
**CONDENSED COMBINING DEBTORS-IN-POSSESSION STATEMENT OF NET ASSETS (LIABILITIES)**  
**AS OF MARCH 31, 2011**  
(Unaudited in thousands of U.S. Dollars)

	09-50026	09-50027	09-50028	09-13558	09-50029	09-50030		
	Motors Liquidation Company	MLCS, LLC	MLCS Distribution Corporation	MLC of Harlem, Inc.	Remediation and Liability Management Company, Inc.	Environmental Corporate Remediation Company, Inc.	Eliminations	Combined Debtors
<b><u>Assets:</u></b>								
Cash and cash equivalents	\$ 102,880	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 102,880
Short term investments in U.S. Treasury securities	80,494	-	-	-	-	-	-	80,494
Due from affiliates	6,465	-	-	-	-	-	(6,443)	22
Other receivables	268	-	-	-	-	-	-	268
Prepaid expenses	1,535	-	-	-	-	-	-	1,535
Other current assets	19,871	-	-	-	-	-	-	19,871
Total current assets	211,513	-	-	-	-	-	(6,443)	205,070
Investment in GMC	-	-	-	-	-	-	-	-
Restricted cash	49,466	-	-	-	-	-	-	49,466
Other assets	165	-	-	-	-	-	-	165
Total assets	<u>\$ 261,144</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (6,443)</u>	<u>\$ 254,701</u>
<b><u>Liabilities:</u></b>								
Debtor-in-possession financing	\$ 1,218,184	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,218,184
Accounts payable	8,864	-	-	-	-	-	-	8,864
Due to affiliates	2,307	21	17	6	5,001	1,398	(6,443)	2,307
Accrued sales, use and other taxes	2,326	-	-	-	-	-	-	2,326
Accrued state and federal taxes	645	-	-	-	-	-	-	645
Accrued professional fees	56,604	-	-	-	-	-	-	56,604
Environmental reserves	9,867	-	-	-	-	-	-	9,867
Other accrued liabilities	43,542	-	-	-	-	-	-	43,542
Total liabilities	1,342,339	21	17	6	5,001	1,398	(6,443)	1,342,339
Net assets (liabilities)	<u>\$ (1,081,195)</u>	<u>\$ (21)</u>	<u>\$ (17)</u>	<u>\$ (6)</u>	<u>\$ (5,001)</u>	<u>\$ (1,398)</u>	<u>\$ -</u>	<u>\$ (1,087,638)</u>